

RECORDED. 23049-D FILED

AUG 31 '10 -3 40 PM

SURFACE TRANSPORTATION BOARD

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August 31, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease and Release (Amtrak Trust 2000-D), dated as of August 31, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment (Amtrak Trust 2000-D) and related documents previously filed with the Board under Recordation Number 23049.

The names and addresses of the parties to the enclosed document are.

Lessor:	Wilmington Trust Company, not in its individual capacity, but solely as Trustee) Rodney Square North 1100 North Market Street Wilmington, DE 19890
[Lessee:	National Railroad Passenger Corporation 10 G Street, NE Washington, DC 20002]

Chief, Section of Administration
August 31, 2010
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A description of the railroad equipment covered by the enclosed document is.

48 railcars within the series AMTK 82020 - AMTK 82508 as more particularly set forth in the attachment to the document.

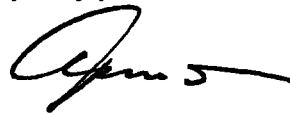
A short summary of the document to appear in the index is:

Termination of Lease and Release (Amtrak Trust 2000-D).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

AUG 31 '10 -3 40 PM

TERMINATION OF LEASE AND RELEASE

SURFACE TRANSPORTATION BOARD

This TERMINATION OF LEASE AND RELEASE dated August 31, 2010 (the "Termination and Release") is made by Wilmington Trust Company, not in its individual capacity, but solely as Trustee under the Trust Agreement (Amtrak Trust 2000-D) dated as of August 17, 2000 (in such capacity, the "Lessor").

WITNESSETH:

WHEREAS, the Lessor and National Railroad Passenger Corporation, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), are parties to that certain Lease of Railroad Equipment (Amtrak Trust 2000-D) dated as of August 17, 2000 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust 2000-D) dated August 17, 2000 (as amended by the hereinafter defined Lease Supplement Amendment, "Supplement No. 1", and collectively with the Lease, the "Lease Agreement");

WHEREAS, Supplement No. 1 together with the Lease were filed and recorded on August 17, 2000 at 12:09 p.m. with the Surface Transportation Board ("STB") and were assigned recordation No. 23049;

WHEREAS, the Lessor and Amtrak are parties to that certain Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-D), dated March 8, 2010 (the "Lease Supplement Amendment"), amending Supplement No. 1 in certain respects, which was filed and recorded on March 8, 2010 at 3:30 p.m. with the STB and was assigned recordation No. 23049-B.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Lessor agrees as follows:

Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Lease Agreement.


Section 2. Termination of Lease and Release of the Equipment. All right, title and interest of the Lessor in and to the Equipment described on Annex A hereto is hereby terminated and released. Amtrak and Lessor hereby terminate and cancel the Lease Agreement.

Section 3. Further Assurances. The Lessor hereby agrees to execute and deliver to Amtrak and its successors and assigns, at Amtrak's or its successors and assigns' cost and expense, as the case may be, such additional instruments, notices, releases or certificates as Amtrak or its successors and assigns, as the case may be, may reasonably request to effectuate the foregoing provisions of this Termination and Release.

[Termination of Lease and Release – STB (2000-D)]

IN WITNESS WHEREOF, the Lessor has caused this Termination of Lease and Release to be duly executed by its duly authorized representative as of the day and year first above written.

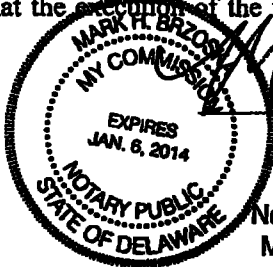
WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Trustee, as
aforesaid

By:  _____
Name: _____
Title: Tira L. Johnson
Vice President

[Termination of Lease and Release – STB (2000-D)]

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

On this, the 25th day of August, 2010, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is Tim L. Johnson of Wilmington Trust Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public

MARK H. BRZOSKA
Notary Public - State of Delaware
My Comm. Expires Jan. 6, 2014

ANNEX A

EQUIPMENT

DESCRIPTION OF UNITS

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>
82020	Amfleet I Coach Class
82021	Amfleet I Coach Class
82022	Amfleet I Coach Class
82023	Amfleet I Coach Class
82024	Amfleet I Coach Class
82025	Amfleet I Coach Class
82026	Amfleet I Coach Class
82027	Amfleet I Coach Class
82028	Amfleet I Coach Class
82029	Amfleet I Coach Class
82031	Amfleet I Coach Class
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82063	Amfleet I	Coach Class
82064	Amfleet I	Coach Class
82065	Amfleet I	Coach Class
82066	Amfleet I	Coach Class
82067	Amfleet I	Coach Class
82508	Amfleet I	Coach Class

*** - Units, if any, which have been removed due to a casualty are marked with an “**”.**

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

August 30, 2010



Robert W. Alvord